



**BOARD OF GOVERNORS**  
**Governance, Nominations & Human Resources Committee (GNHR)**

**October 24, 2024**  
**2:00 p.m. – 5:00 p.m.**  
[Public Meeting Link - Teams](#)

**Members:** Gaurav Singh (Chair), Frank Carnavale (Vice-Chair), Laura Elliott, Mitch Frazer, Neeraj Grotra, Steven Murphy, Kim Slade, Dwight Thompson,

**Staff:** Kirstie Ayotte, Jamie Bruno, Nicola Crow, Krista Hester, Jennifer MacInnis

**AGENDA**

| No.  | Topic   | Lead          | Allocated Time | Suggested Start Time |
|--|---|---------------|----------------|----------------------|
| <b>PUBLIC SESSION</b>  |   |               |                |                      |
| 1  | Call to Order   | Chair         | 5              | 2:00 p.m.            |
| 2  | Agenda* (M)   |               |                |                      |
| 3  | Conflict of Interest Declaration                              |               |                |                      |
| 4  | Chair's Remarks   | Chair         | 5              | 2:05 p.m.            |
| 5  | President's Remarks   | Steven Murphy | 5              | 2:10 p.m.            |
| 6  | Governance  |               |                |                      |
| 6.1  | Review of GNHR Terms of Reference (D)*                        | Nicola Crow   | 10             | 2:15 p.m.            |
| 7  | Consent Agenda (M):   | Chair         | 5              | 2:25 p.m.            |
| 7.1  | Minutes of the Public Session of the Meeting of May 30, 2024* |               |                |                      |
| 7.2  | Revised Board of Governors Dates – 2024/2025; 2025/2026*      |               |                |                      |
| 8  | Adjournment (M)   | Chair         |                | 2:30 p.m.            |
| <b>BREAK – 10 minutes</b>                                      |   |               |                |                      |
| <b>NON-PUBLIC SESSION</b><br>(material not publicly available) |   |               |                |                      |

| No.  | Topic   | Lead          | Allocated Time | Suggested Start Time |
|------|---|---------------|----------------|----------------------|
| 9    | Call to Order   | Chair         | 5              | 2:40 p.m.            |
| 10   | Conflict of Interest Declaration                                  |               |                |                      |
| 11   | Chair's Remarks   | Chair         | 5              | 2:45 p.m.            |
| 12   | President's Remarks   | Steven Murphy | 5              | 2:50 p.m.            |
| 13   | Governance  |               |                |                      |
| 13.1 | Board of Governors PD Topics* (D)                                 | Nicola Crow   | 5              | 2:55 p.m.            |
| 13.2 | 2024-2025 GNHR Workplan Review* (D)                               | Nicola Crow   | 5              | 3:00 p.m.            |
| 13.3 | Strategic Discussion: Board Committee Assignments + Balance* (M)  | Nicola        | 15             | 3:05 p.m.            |
| 14   | Human Resources*  |               |                |                      |
| 14.1 | Human Resources Update  | Jamie Bruno   | 10             | 3:20 p.m.            |
| 14.2 | Labour Relations Update   | Jamie Bruno   | 10             | 3:30 p.m.            |
| 15   | Consent Agenda (M):   | Chair         | 5              | 3:40 p.m.            |
| 15.1 | Minutes of the Non-Public Session of the Meeting of May 30, 2024* |               |                |                      |
| 15.2 | Executive Committee 2024-2025 Workplan*                           |               |                |                      |
| 15.3 | GNHR Action Points*   |               |                |                      |
| 16   | In Camera Session (M)   | Chair         | 15             | 3:45 p.m.            |
| 17   | Termination (M)   | Chair         |                | 4:00 p.m.            |

Nicola Crow, University Secretary

## COMMITTEE REPORT

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**SESSION:**

Public   
Non-Public

  
**ACTION REQUESTED:**

Decision   
Discussion/Direction

  

**TO:** Governance, Nominations & Human Resources Committee (GNHR)

**DATE:** October 24, 2024

**FROM:** Nicola Crow, University Secretary

**SUBJECT:** Review of GNHR Terms of Reference

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**COMMITTEE MANDATE:**

- GNHR's responsibilities under its Terms of Reference include providing advice to the Board on its governance structure and processes, and matters pertaining to the organization of the Board and its committees.
- As part of the Committee's mandate, it must conduct a periodic review of its Terms of Reference and recommend revisions to the Board when appropriate.
- The Committee is therefore asked to review its Terms of Reference.

**BACKGROUND/CONTEXT & RATIONALE:**

- The last revision to the Terms of Reference was made in June 2021 in the context of the restructuring of the Board's Audit & Finance and Investment Committees.
- This matter came before the GNHR Committee last October and the Minutes are silent on any discussion or any action arising from this Agenda Item.

**COMPLIANCE WITH POLICY/LEGISLATION:**

- This is compliant with the Act and By-laws.

**NEXT STEPS:**

- The University Secretary will record revisions, if any, and present proposed updates to the Board of Governors.
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**SUPPORTING REFERENCE MATERIALS:**

- GNHR Terms of Reference

## **BOARD OF GOVERNORS**

### **Governance, Nominations and Human Resources Committee**

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#### **1. TERMS OF REFERENCE**

The Governance, Nominations and Human Resources Committee is a standing committee of the university's Board of Governors and is responsible for providing advice to the Board on its governance structure and processes, the nomination and election of new members and board performance, and matters concerning the university's human resources policies, strategies and plans.

The Governance, Nominations and Human Resources Committee is empowered with decision-making authority on behalf of the Board of Governors with respect to the setting of human resources policies, compensation plans and collective bargaining mandates.

The Committee will also consider such other matters that are delegated to the Committee by the Board of Governors.

Specifically, the Governance, Nominations and Human Resources Committee will have the following responsibilities:

##### **i) Governance**

- Advising the Board on matters pertaining to the organization of the Board of Governors and its committees and the Board's relationship with other bodies at the university as established in the university's Act and By-Laws.
- Periodically reviewing the university's By-Laws and other policies of the Board and its committees, and relevant university policies, making recommendations to the relevant governing body or administrative department for development and revision when appropriate.

##### **ii) Nominations**

- Overseeing the process of recruiting, selecting and electing new governors and recommending their appointment to the Board, in accordance with the university's Act and By-laws. In doing so, the Committee will strive to achieve a balance of skills, expertise and knowledge among its membership, while reflecting the demographic and cultural diversity of the communities served by the university.
- Overseeing the development of programs for the orientation and ongoing education of governors on university operations, matters affecting the post-secondary education sector, and good governance practices.

- Developing, implementing and monitoring procedures for assessing the effectiveness of the Board and its committees.
- Overseeing the nomination and election of a Chair and Vice-Chair(s) from among the external governors of the Board.
- Assessing the leadership needs of the Board, and in consultation with committee chairs, recommend Chair, Vice-Chair, and individual member assignments for each of the standing committees.

### iii) **Human Resources**

- Establishing collective bargaining mandates for the university's representatives engaged in negotiation of collective agreements with certified bargaining agents representing persons employed at the university
- Establishing human resources policies that govern terms and conditions of employment of university staff and faculty.
- Establishing changes to the compensation of university staff and faculty not represented by a bargaining agent.

## **2. MEETINGS**

The Committee will meet at least four (4) times per year, or otherwise at the Committee's discretion. In accordance with the university's Act and the Board of Governors Meeting Policy and Procedures, the Committee will conduct three types of Meetings as part of its regular administration: Public, Non-Public and *In Camera* (when required).

## **3. MEMBERSHIP**

The Committee will be composed of:

- Between three (3) and seven (7) external governors.

The Chair and Vice-Chair will be selected from among the external governors.

## **4. QUORUM**

Quorum requires that half of the Committee members entitled to vote be present.

**BOARD OF GOVERNORS**  
**Governance, Nominations and Human Resources Committee (GNHR)**

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**Minutes of the Public Session of the Meeting of May 30, 2024**  
**2:00 p.m. to 2:17 p.m. Videoconference**

**Attendees:** Maria Saros (Chair), Frank Carnevale, Laura Elliott, Steven Murphy, Gaurav Singh, Dwight Thompson, Emily Whetung

**Regrets:** Mitch Frazer

**Staff:** Kirstie Ayotte, Jamie Bruno, Barb Hamilton, Krista Hester, Lori Livingston, Beth Partlow, Andrew Sunstrum

**Guests:** Chelsea Bauer, Mike Eklund

**1. Call to Order**

The Chair called the meeting to order at 2:00 p.m. and read aloud the land acknowledgement.

**2. Agenda**

*Upon a motion duly made by D. Thompson and seconded by F. Carnevale, the Agenda, including the contents of the consent agenda, was approved as presented.*

**3. Conflict of Interest Declaration**

There was none.

**4. Chair's Remarks**

The Chair welcomed everyone to the final Committee meeting of the academic year and thanked them for their commitment, hard work, and engagement. She noted that this would be her last meeting as Chair and reflected on her six years of service at the University, stating that it has been an honor and a pleasure. She expressed her heartfelt thanks to the team for their dedication and commitment over the years.

## **5. President's Remarks**

The President began by thanking M. Saros for her dedicated leadership and provided an update regarding the encampment. He underscored the University's dedication to both freedom of expression and community well-being, placing a priority on campus safety and support, with resources accessible to all. Additionally, the University will be actively working to implement the recently reached agreement.

He informed attendees about the upcoming Convocation, stating that ceremonies will take place in the gym this year, with receptions held in Shawenjigewining Hall. Additionally, he brought attention to the release of the 2024 Times Higher Education compilation, which ranked Ontario Tech as #2 among Canada's young universities and #144 out of 1200 international universities.

## **6. Governance**

### **6.1 Sexual Violence Policy**

A. Sunstrum presented the Sexual Violence policy and procedures update advising that it has been under review since 2022. He noted the main changes include centralizing dispute handling to the Human Rights Office, clarifying access to support services, and removing terms of reference for the Advisory Committee on Student Sexual Violence to allow for potential changes in its makeup without revising the policy. The aim is to streamline support for students experiencing sexual violence and ensure clarity in the reporting process.

In response to a question, A. Sunstrum explained that separating the terms of reference from the policy allows for easier adjustments to the Committee's makeup. While there have not been significant changes since its enactment, the recent update involves centralizing disclosures and reports to the Human Rights Office, necessitating a thorough review. This depth of engagement is seen as positive and necessary for ensuring the policy is effective. Consultations were completed with the Advisory Committee, and the results will be shared with them.

### **6.2 Respectful Campus Policy and Employee Procedures**

A. Sunstrum presented the Respectful Campus Policy and Employee procedures policy, noting requirements that they be reviewed annually. He highlighted that it underwent minor adjustments. Primarily, the definition section update, and processes for addressing disrespectful behavior and formal complaints clarifications. These changes were considered editorial and do not significantly impact the policy or procedure.

**7. Consent Agenda**

- 7.1 Minutes of the Public Session of the Meeting of March 21, 2024
- 7.2 GNHR Annual Board Report
- 7.3 Annual Pension Plan Report
- 7.4 Board Practices Assessment Results
- 7.5 2024-2025 REVISED Board and Committee Schedule

*Upon a motion duly made by D. Thompson and seconded by F. Carnevale, the Consent Agenda was approved as presented.*

**8. Adjournment**

*There being no other business, upon a motion duly made by F. Carnevale, the public session adjourned at 2:17 p.m.*

Krista Hester, Interim University Secretary



## COMMITTEE REPORT

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**SESSION:**

Public   
Non-Public

**ACTION REQUESTED:**

Decision   
Discussion/Direction   
Information

**TO:** Governance, Nominations and Human Resources Committee

**DATE:** October 24, 2024

**FROM:** Nicola Crow, University Secretary

**SUBJECT:** Revised 2024-2025 Board and Committee Schedule

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**COMMITTEE MANDATE:**

- In accordance with its Terms of Reference, the Governance, Nominations and Human Resources Committee (GNHR) “is responsible for providing advice to the Board on its governance structure and processes”.

**BACKGROUND/CONTEXT & RATIONALE:**

- The Board and Committee schedule for 2024-2025 was presented to the GNHR Committee on February 1, 2024 and the Board of Governors on February 22, 2024, respectively.
- Due to time pressures related to the audited financial statements, it was revised and further presented to the GNHR Committee on May 30, 2024 and the Board of Governors on June 27, 2024.
- A conflict with the June 2025 Audit and Finance Committee (A&F) meeting date was identified to the Interim Secretariat and is now changed from June 18, 2025 to June 17, 2025.

**NEXT STEPS:**

The University Secretary will submit the schedule to Board for information

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**SUPPORTING REFERENCE MATERIALS:**

- Revised Board Schedule 2024-2025

**BOARD SCHEDULE 2024-2025**

| <b>COMMITTEE</b>   | <b>2024-2025</b>          | <b>TIME</b>                   |
|--|---------------------------|-------------------------------|
|  |                           |                               |
| <b>Audit &amp; Finance Committee</b>                           | <b>November 21, 2024</b>  | <b>2:00 - 5:00 p.m.</b>       |
| <b>Audit &amp; Finance Committee</b>                           | <b>February 13, 2025</b>  | <b>2:00 - 5:00 p.m.</b>       |
| <b>Audit &amp; Finance Committee</b>                           | <b>April 10, 2025</b>     | <b>2:00 - 5:00 p.m.</b>       |
| <b>Audit &amp; Finance Committee</b>                           | <b>June 17, 2025</b>      | <b>9:00 - 1:00 p.m.</b>       |
|  |                           |                               |
| <b>Board of Governors Retreat</b>                              | <b>April 3, 2025</b>      | <b>9:00 a.m. - 12:00 noon</b> |
|  |                           |                               |
| <b>Board of Governors - Orientation</b>                        | <b>September 26, 2024</b> | <b>9:00 a.m. - 12:00 p.m.</b> |
| <b>Board of Governors</b>                                      | <b>September 26, 2024</b> | <b>12:00 - 2:00 p.m.</b>      |
| <b>Board of Governors</b>                                      | <b>November 28, 2024</b>  | <b>12:00 - 5:00 p.m.</b>      |
| <b>Board of Governors</b>                                      | <b>February 20, 2025</b>  | <b>12:00 - 5:00 p.m.</b>      |
| <b>Board of Governors</b>                                      | <b>April 17, 2025</b>     | <b>12:00 - 5:00 p.m.</b>      |
| <b>Board of Governors - AGM</b>                                | <b>June 26, 2025</b>      | <b>9:00 a.m. - 3:00 p.m.</b>  |
|  |                           |                               |
| <b>Governance, Nominations &amp; Human Resources Committee</b> | <b>October 24, 2024</b>   | <b>2:00 - 5:00 p.m.</b>       |
| <b>Governance, Nominations &amp; Human Resources Committee</b> | <b>January 30, 2025</b>   | <b>2:00 - 5:00 p.m.</b>       |
| <b>Governance, Nominations &amp; Human Resources Committee</b> | <b>March 20, 2025</b>     | <b>2:00 - 5:00 p.m.</b>       |
| <b>Governance, Nominations &amp; Human Resources Committee</b> | <b>May 29, 2025</b>       | <b>2:00 - 5:00 p.m.</b>       |
|  |                           |                               |
|  |                           |                               |
| <b>Strategy &amp; Planning Committee</b>                       | <b>November 14, 2024</b>  | <b>2:00 - 5:00 p.m.</b>       |
| <b>Strategy &amp; Planning Committee</b>                       | <b>February 6, 2025</b>   | <b>2:00 - 5:00 p.m.</b>       |
| <b>Strategy &amp; Planning Committee</b>                       | <b>April 3, 2025</b>      | <b>2:00 - 5:00 p.m.</b>       |
| <b>Strategy &amp; Planning Committee</b>                       | <b>June 12, 2025</b>      | <b>2:00 - 5:00 p.m.</b>       |
|  |                           |                               |
|  |                           |                               |
| <b>OTHER DATES</b>   |                           |                               |
| <b>Fall Convocation</b>  | <b>October 17, 2024</b>   | <b>To be confirmed</b>        |
| <b>Convocation</b>   | <b>June 4 - 6, 2025</b>   | <b>To be confirmed</b>        |